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Attorneys for Microsoft Corporation
and Microsoft Licensing, GP

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

DELPHI CORPORATION, et al.

Debtors.

Chapter 11

Case No. 05-44481 (RDD)
Jointly Administered

Relates to Docket Nos. 13236 and 18400

WITHDRAWAL OF CURE CLAIMS OF MICROSOFT
(DOCKET NOS. 13236 AND 18400)

COME NOW Microsoft Corporation, a Washington corporation, and its wholly-owned subsidiary Microsoft Licensing, GP (collectively "Microsoft"), and hereby state:

1. As set forth in its Cure Claim filed under Docket No. 13236, Microsoft asserted that a pre-petition default exists that must be cured pursuant to Bankruptcy Code §365 relating to Enterprise Agreement No. 01E62067 and Enrollment Nos. 2813189 and 5635919, each with an effective date of September 1, 2003.
2. Debtors, through their counsel, have notified Microsoft that, as provided in Section 8.1 of the Modified Plan, these contracts will not be assumed or assumed and assigned by the Debtors because these contracts expired on or prior to the Effective Date (and have not otherwise been extended) pursuant to their own terms.
3. As set forth in its Cure Claim filed under Docket No. 18400, Microsoft asserts that a post-petition default of \$123,884 exists that must be cured pursuant to Bankruptcy Code § 365. Delphi Automotive Systems, LLC, and Microsoft Licensing,

GP, are parties to Enterprise Subscription Agreement No 1ES60204 and Enterprise Subscription Enrollment No. 7796574, for which Invoice No. 965815699, dated May 29, 2009, is unpaid. While a portion of this invoice was paid by Debtor on or about July 2, 2009, there is a balance due and remaining of \$123,884, as set forth in Microsoft's Administrative Expense Claim Form, No. 18928, filed with the Claims Agent on July 15, 2009.

4. Debtors, through their counsel, have notified Microsoft that, as set forth in the Section 365 Objection Order, entered on August 18, 2009, under Docket No. 18805, Microsoft's claim for this post-petition obligation shall be subject to the treatment provided for Administrative Claims under the Modified Plan.

WHEREFORE, Microsoft hereby withdraws its Cure Claims filed under Docket Nos. 13236 and 18400.

DATED this 1st day of September, 2009.

RIDDELL WILLIAMS P.S.

By: 

Joseph E. Shickich, Jr.
Washington State Bar No. 8751
Admitted Pro Hac Vice, Docket No. 884
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DECLARATION OF SERVICE

Cheryl Seelhoff declares:

1. I am an employee of Riddell Williams P.S. which represents Microsoft Corporation and Microsoft Licensing, GP. I am a United States citizen, over the age of 18, competent to make this Declaration, and have personal knowledge of the facts herein.

2. On Tuesday, September 1, 2009, I electronically filed via the U.S. Bankruptcy Court's CM/ECF System the foregoing pleading:

- Withdrawal of Cure Claim of Microsoft (Docket No. 13236).

It is my understanding that at the time of filing this document on the ECF System, the Court will automatically send electronic notification to each of the individuals and/or entities (that are ECF participants) who appeared and/or requested special notice in this case.

3. Tuesday, September 1, 2009, I also caused to be served via Federal Express overnight delivery a copy of this same pleading on:

To the Debtors:

Delphi Corporation
5725 Delphi Drive
Troy, MI 48098
Attn: David M. Sherbin
General Counsel

with a copy to:
Skadden, Arps, Slate, Meagher &
Flom LLP
333 West Wacker Drive, Suite 2100
Chicago, IL 60606
Attn: John Wm. Butler, Jr.
Ron E. Meisler

and a copy to:

Skadden, Arps, Slate, Meagher &
Flom LLP
Four Times Square
New York, NY 10036
Attn: Kayalyn A. Marafioti
Gregory W. Fox

To the U.S. Trustee:

Office of the U.S. Trustee for the Southern
District of New York
33 Whitehall Street, Ste 2100
New York, NY 10004
Attn: Brian Masumoto

**To the Counsel for the Agent Under the
Postpetition Credit Facility:**

Davis Polk & Wardwell
450 Lexington Ave.
New York, New York 10017
Attn: Donald Bernstein
Brian Resnick

**To the Counsel for the Tranche C.
Collective:**

Willkie Farr & Gallagher LLP
787 Seventh Ave.
New York, NY 10019
Attn: Richard Mancino
Marc Abrams

**To the Counsel for the U.S. Department
of the Treasury:**

Cadwalader, Wickersham & Taft LLP
One World Financial Center
New York, NY 10281
Attn: John J. Rapisardi
Oren B. Hacker

**To the Counsel for the United States
Department of Justice:**

86 Chambers Street, 3rd Floor
New York, NY 10007
Attn: Matthew L. Schwartz
Joseph N. Cordaro

**To the Counsel for Parnassus
Holdings II, LLC:**

Schulte Roth & Zabel LLP
919 Third Ave.
New York, NY 10022
Attn: Adam C. Harris
David J. Karp

**To the Unsecured Creditors'
Committee:**

Latham & Watkins LLP
885 Third Avenue, Suite 1000
New York, NY 10022-4834
Attn: Robert J. Rosenberg
Mitchell A. Seider
Mark A. Broude

To GM:

Weil, Gotschal & Manges LLP
767 Fifth Avenue
New York, NY 10153
Attn: Jeffrey L. Tanenbaum
Robert J. Lemons

4. I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

EXECUTED this 1st day of September, 2009.


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